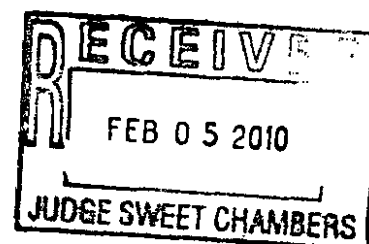
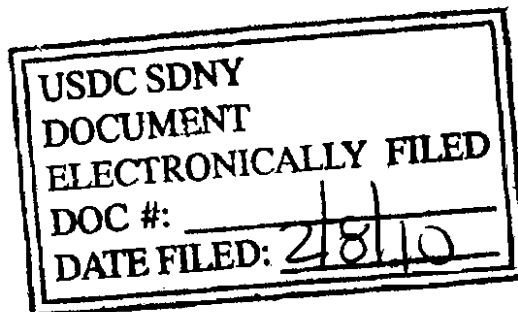


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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ROBERT RYERSON, Individually and on Behalf Of
All Other Persons Similarly Situated.

Plaintiff,

-against-

MERRILL LYNCH & CO., INC. and MERRILL
LYNCH, PIERCE, FENNER & SMITH
INCORPORATED,
Defendants

Case NO.: 07 CV 3564-RWS

STIPULATION FOR
PROTECTIVE ORDER AND
ORDER THEREON

WHEREAS, on May 4, 2007, Plaintiff Robert Ryerson ("Plaintiff") filed a putative collective action under the Fair Labor Standards Act ("FLSA") against Defendants Merrill Lynch & Co., Inc., and Merrill Lynch, Pierce, Fenner & Smith Incorporated ("Defendants"), alleging that he was misclassified as an exempt employee under the FLSA;

WHEREAS, Plaintiff has now settled his claims against Defendants and the parties have agreed, among other things, that the settlement agreement and its terms will remain confidential;

WHEREAS, the confidentiality provision is a material term of the settlement agreement;

WHEREAS, the parties have agreed to submit the settlement to this Court for approval in order to perfect the release of claims set forth therein; and

WHEREAS, the parties seek to maintain the confidentiality of the settlement by submitting it under seal for Court review and approval;

NOW, THEREFORE,

IT IS HEREBY STIPULATED by and among the parties hereto, through their respective counsel of record, that an Order be entered providing as follows:

1. The Settlement Agreement entered into between Plaintiff and Defendants shall be filed under seal.

2. Any document that reflects any of the specific terms of the Settlement Agreement, with the exception of the fact that the parties agreed to keep the settlement confidential, shall be filed under seal.

Dated: February 4, 2010

MUNGER, TOLLES & OLSON LLP

By: /s/
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& Smith Incorporated

Dated: February 4, 2010

By: _____ /s/ _____

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* * *

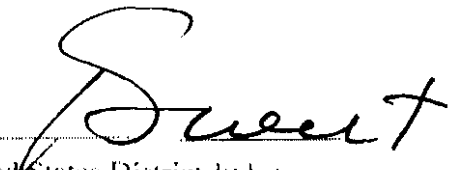
ORDER

Good cause having been shown for the necessity of a Protective Order in this matter, it is hereby ordered that the terms of the Stipulation be followed as specified above.

Dated: _____

2/8

, 2010


United States District Judge

PROOF OF SERVICE

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES:

I, the undersigned, declare that I am over the age of 18 and not a party to the within cause. I am employed by Munger, Tolles & Olson LLP in the County of Los Angeles, State of California. My business address is 355 South Grand Avenue, Thirty-Fifth Floor, Los Angeles, California 90071-1560.

On February 4, 2010, I served upon the interested party(ies) in this action the foregoing document(s) described as:

Stipulation for Protective Order and Order Thereon

- ☐ By placing ☐ the original(s) ☒ a true and correct copy(ies) thereof, as set out below, in an addressed, sealed envelope(s) clearly labeled to identify the person(s) being served at the address(es) set forth on the attached service list.
- ☒ **BY MAIL (AS INDICATED ON THE ATTACHED SERVICE LIST)** I caused such envelope(s) to be placed in interoffice mail for collection and deposit in the United States Postal Service at 355 South Grand Avenue, Thirty-Fifth Floor, Los Angeles, California, on that same date, following ordinary business practices. I am familiar with Munger, Tolles & Olson LLP's practice for collection and processing correspondence for mailing with the United States Postal Service; in the ordinary course of business, correspondence placed in interoffice mail is deposited with the United States Postal Service with first class postage thereon fully prepaid on the same day it is placed for collection and mailing.
- ☒ **BY Electronic Mail (AS INDICATED ON ATTACHED SERVICE LIST)** By sending a copy of said document by electronic mail for instantaneous transmittal.
- ☐ **BY FACSIMILE (AS INDICATED ON ATTACHED SERVICE LIST)** By causing to be sent a true and correct copy(ies) of said document via facsimile transmission. The transmission was reported as complete and without error. A true and correct copy of the machine's transmission report, indicating the date and time that the transmission was completed without error is attached to this proof of service and is incorporated herein by this reference. The telephone number of the facsimile machine I used was (213) 683-9510. This facsimile machine complies with Rule 2003(3) of the California Rules of Court.
- ☐ **(STATE)** I declare under penalty of perjury that the foregoing is true and correct.
- ☒ **(FEDERAL)** I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made.

Executed on February 4, 2010, at Los Angeles, California.


Monica Walker

Service List

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